

United States Bankruptcy Court for the:

Northern District of Georgia

Case number (If known): \_\_\_\_\_ Chapter you are filing under:

- Chapter 7  
 Chapter 11  
 Chapter 12  
 Chapter 13

 Check if this is an amended filing

## Official Form 201

## Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

## 1. Debtor's name

Worthington Georgia Holdings, LLC

## 2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

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## 3. Debtor's federal Employer Identification Number (EIN)

47-4669730

## 4. Debtor's address

## Principal place of business

## Mailing address, if different from principal place of business

1960 Spectrum Circle

Number Street

Number Street

Unit 100

P.O. Box

Marietta GA 30067

City State ZIP Code

City State ZIP Code

Cobb County

County

## Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

## 5. Debtor's website (URL)

 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership ( LLP)) Partnership (excluding LLP) Other. Specify: \_\_\_\_\_

Debtor	Worthington Georgia Holdings, LLC Name _____		Case number (if known) _____
<b>7. Describe debtor's business</b>			
A. Check one:			
<input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A)) <input checked="" type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) <input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44)) <input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A)) <input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6)) <input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3)) <input type="checkbox"/> None of the above			
<b>B. Check all that apply:</b>			
<input type="checkbox"/> Tax-exempt entity (as described in 26 U.S.C. § 501) <input type="checkbox"/> Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) <input type="checkbox"/> Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))			
<b>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.</b> See <a href="http://www.naics.com/search/">http://www.naics.com/search/</a> .			
<u>531110</u>			
<b>8. Under which chapter of the Bankruptcy Code is the debtor filing?</b>			
Check one:			
<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11. Check all that apply:			
<input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that). <input type="checkbox"/> The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). <input type="checkbox"/> The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the <i>Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11</i> (Official Form 201A) with this form. <input type="checkbox"/> The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2. <input type="checkbox"/> Chapter 12			
<b>9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?</b>			
<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. District _____ When _____ Case number _____ MM / DD / YYYY			
If more than 2 cases, attach a separate list. District _____ When _____ Case number _____ MM / DD / YYYY			
<b>10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?</b>			
<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Debtor <u>WC Prime Investors, LLC</u> Relationship _____ Affiliate _____ District <u>Northern District of Georgia</u> When <u>02/21/2018</u> MM / DD / YYYY Case number, if known _____			

Debtor Worthington Georgia Holdings, LLC \_\_\_\_\_ Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?** Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_  
 Number \_\_\_\_\_ Street \_\_\_\_\_  
 \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Is the property insured?**  
 No  
 Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

### Statistical and administrative information

**13. Debtor's estimation of available funds** Check one:

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

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**14. Estimated number of creditors**

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

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**15. Estimated assets**

<input type="checkbox"/> \$0-\$50,000	<input checked="" type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Debtor	Worthington Georgia Holdings, LLC Name	Case number (if known)												
<b>16. Estimated liabilities</b>														
<table border="0"><tr><td><input type="checkbox"/> \$0-\$50,000</td><td><input checked="" type="checkbox"/> \$1,000,001-\$10 million</td><td><input type="checkbox"/> \$500,000,001-\$1 billion</td></tr><tr><td><input type="checkbox"/> \$50,001-\$100,000</td><td><input type="checkbox"/> \$10,000,001-\$50 million</td><td><input type="checkbox"/> \$1,000,000,001-\$10 billion</td></tr><tr><td><input type="checkbox"/> \$100,001-\$500,000</td><td><input type="checkbox"/> \$50,000,001-\$100 million</td><td><input type="checkbox"/> \$10,000,000,001-\$50 billion</td></tr><tr><td><input type="checkbox"/> \$500,001-\$1 million</td><td><input type="checkbox"/> \$100,000,001-\$500 million</td><td><input type="checkbox"/> More than \$50 billion</td></tr></table>			<input type="checkbox"/> \$0-\$50,000	<input checked="" type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion
<input type="checkbox"/> \$0-\$50,000	<input checked="" type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion												
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion												
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion												
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion												

### Request for Relief, Declaration, and Signatures

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

<b>17. Declaration and signature of authorized representative of debtor</b>	The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
	I have been authorized to file this petition on behalf of the debtor.
	I have examined the information in this petition and have a reasonable belief that the information is true and correct.
	I declare under penalty of perjury that the foregoing is true and correct.
Executed on	<u>02/21/2018</u> MM / DD / YYYY
<input checked="" type="checkbox"/> /s/ Thomas Roberts	Thomas Roberts Signature of authorized representative of debtor Printed name
Title	<u>Manager</u>

<b>18. Signature of attorney</b>	<u>X</u> /s/ Will Geer Signature of attorney for debtor	Date <u>02/21/2018</u> MM / DD / YYYY
	Will Geer Printed name	
	Wiggam & Geer, LLC Firm name	
	333 Sandy Springs Circle, NE Suite 225 Number Street	
	Atlanta City	GA      30328 State      ZIP Code
	678-587-8740 Contact phone	wgeer@wiggamgeer.com Email address
	940493 Bar number	GA State

Certified Copy of Resolutions Adopted

By the Manager of Worthington Georgia Holdings, LLC

(Authorizing Chapter 11 Petition by Worthington Georgia Holdings, LLC)

I, Thomas Roberts, Manager of Worthington Georgia Holdings, LLC, (hereinafter "Company"), do hereby certify that the following is a true and correct copy of a resolution duly adopted at a meeting of the members of the COMPANY held February 13, 2018, wherein all the members of the COMPANY appeared and that such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that the filing by the Company of a petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia is hereby APPROVED;

FURTHER RESOLVED, that the Manager of the Company are authorized and directed to file on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia;

FURTHER RESOLVED, that the Manager of the Company be, and is hereby is authorized to retain on behalf of the Company, Wiggam & Geer, LLC, and other counsel as they see fit, to render legal services to, and to represent the Company in connection therewith, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that the Manager of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses, in the case as in his, her, or their judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted hereby; and

FURTHER RESOLVED: That the Manager, Thomas Roberts, is hereby authorized and empowered to execute petitions, instruments and other documents and to take or cause to be taken such proceedings as may be necessary to secure to COMPANY any and all relief that it may be entitled to under Chapter 11 of said Code.

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any manager or officer of the Company in connection with the reorganization of the Company or any matter related thereto or by virtue of these resolutions is hereby in all respects ratified, confirmed and approved.

WITNESS my hand and the seal of the Company this 13th day of February, 2018.

/s/ Thomas Roberts



By: Thomas Roberts, Manager  
Worthington Georgia Holdings, LLC

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLC  
United States Bankruptcy Court for the: Northern District of Georgia  
(State)  
Case number (If known): \_\_\_\_\_

Check if this is an amended filing

## Official Form 206Sum

### Summary of Assets and Liabilities for Non-Individuals

12/15

#### Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B* .....

\$ 4,220,000.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*.....

\$ 634,460.42

1c. **Total of all property:**

Copy line 92 from *Schedule A/B* .....

\$ 4,854,460.42

#### Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D* .....

\$ 4,709,410.83

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 6a of *Schedule E/F*.....

\$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 6b of *Schedule E/F*.....

+\$ 223,726.98

4. **Total liabilities** .....

Lines 2 + 3a + 3b

\$ 4,933,137.81

## Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLCUnited States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): \_\_\_\_\_

 Check if this is an amended filing

## Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Venture South Development II, LLC 4485 Tench Road, SE Suite 1220 Suwanee, GA, 30024		Services				114,651.17
2	ServPro of East Cobb 3850 Canton Road Suite 3114 Marietta, GA, 30066		Services	Disputed			71,036.43
3	Coleman Tally, LP 3475 Lenox Road, NE Suite 400 Atlanta, GA, 30326		Services				22,906.05
4	Baldwin Crest Group, LLC 570 Piedmont Ave NE #54203 Atlanta, GA, 30308		Services				13,054.00
5	Veritext Corporation c/o CORPORATION SERVICE COMPANY 0 TECHNOLOGY PKWY SOUTH #300 Norcross, GA, 30092		Services				2,079.33
6							
7							
8							

Debtor Worthington Georgia Holdings, LLC \_\_\_\_\_ Case number (*if known*) \_\_\_\_\_

Name \_\_\_\_\_

<b>Name of creditor and complete mailing address, including zip code</b>		<b>Name, telephone number, and email address of creditor contact</b>	<b>Nature of the claim</b> (for example, trade debts, bank loans, professional services, and government contracts)	<b>Indicate if claim is contingent, unliquidated, or disputed</b>	<b>Amount of unsecured claim</b> If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					<b>Total claim, if partially secured</b>	<b>Deduction for value of collateral or setoff</b>	<b>Unsecured claim</b>
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

**Fill in this information to identify the case:**Debtor name Worthington Georgia Holdings, LLCUnited States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): \_\_\_\_\_

 Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- No. Go to Part 2.  
 Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor	Current value of debtor's interest		
2. Cash on hand	\$ 0.00		
3. Checking, savings, money market, or financial brokerage accounts ( <i>Identify all</i> )			
Name of institution (bank or brokerage firm) 3.1. <u>JPMorgan Chase</u>	Type of account Checking	Last 4 digits of account number _____	Current value of debtor's interest \$ 0.08
3.2. _____	_____	_____	\$ _____
4. Other cash equivalents ( <i>Identify all</i> )			
4.1. _____	\$ _____		
4.2. _____	\$ _____		
5. Total of Part 1	\$ 0.08		
Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.			

**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- No. Go to Part 3.  
 Yes. Fill in the information below.

**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

Description, including name of holder of deposit	Current value of debtor's interest
7.1. _____	\$ _____
7.2. _____	\$ _____

**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. _____	\$ _____
8.2. _____	\$ _____

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ \_\_\_\_\_

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?** No. Go to Part 4. Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**

11a. 90 days old or less: <u>24,460.34</u>	- <u>0.00</u>	= ..... →	<u>\$ 24,460.34</u>
face amount	doubtful or uncollectible accounts		
11b. Over 90 days old: <u>0.00</u>	- <u>0.00</u>	= ..... →	<u>\$ 0.00</u>
face amount	doubtful or uncollectible accounts		

**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 24,460.34

**Part 4: Investments****13. Does the debtor own any investments?** No. Go to Part 5. Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____	_____	\$ _____
14.2. _____	_____	\$ _____

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1. _____	_____ %	_____	\$ _____
15.2. _____	_____ %	_____	\$ _____

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. _____	_____	\$ _____
16.2. _____	_____	\$ _____

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ \_\_\_\_\_

**Part 5: Inventory, excluding agriculture assets****18. Does the debtor own any inventory (excluding agriculture assets)?** No. Go to Part 6. Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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**19. Raw materials**

_____	MM / DD / YYYY	\$ _____	_____	\$ _____
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**20. Work in progress**

_____	MM / DD / YYYY	\$ _____	_____	\$ _____
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**21. Finished goods, including goods held for resale**

_____	MM / DD / YYYY	\$ _____	_____	\$ _____
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**22. Other inventory or supplies**

_____	MM / DD / YYYY	\$ _____	_____	\$ _____
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**23. Total of Part 5**

Add lines 19 through 22. Copy the total to line 84.

\$ _____
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**24. Is any of the property listed in Part 5 perishable?**

No  
 Yes

**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

No  
 Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**

No  
 Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)****27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?** No. Go to Part 7. Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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**28. Crops—either planted or harvested**

_____	\$ _____	_____	\$ _____
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**29. Farm animals** Examples: Livestock, poultry, farm-raised fish

_____	\$ _____	_____	\$ _____
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**30. Farm machinery and equipment** (Other than titled motor vehicles)

_____	\$ _____	_____	\$ _____
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**31. Farm and fishing supplies, chemicals, and feed**

_____	\$ _____	_____	\$ _____
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**32. Other farming and fishing-related property not already listed in Part 6**

_____	\$ _____	_____	\$ _____
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**33. Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ \_\_\_\_\_

**34. Is the debtor a member of an agricultural cooperative?** No Yes. Is any of the debtor's property stored at the cooperative? No Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?** No Yes. Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_**36. Is a depreciation schedule available for any of the property listed in Part 6?** No Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?** No Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?** No. Go to Part 8. Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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**39. Office furniture**

\$ \_\_\_\_\_

\$ \_\_\_\_\_

**40. Office fixtures**

\$ \_\_\_\_\_

\$ \_\_\_\_\_

**41. Office equipment, including all computer equipment and communication systems equipment and software**

\$ \_\_\_\_\_

\$ \_\_\_\_\_

**42. Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

42.1 \_\_\_\_\_ \$ \_\_\_\_\_

42.2 \_\_\_\_\_ \$ \_\_\_\_\_

42.3 \_\_\_\_\_ \$ \_\_\_\_\_

. \$ \_\_\_\_\_

**43. Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ \_\_\_\_\_

**44. Is a depreciation schedule available for any of the property listed in Part 7?** No Yes**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?** No Yes

**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?** No. Go to Part 9. Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
------------------------------------------------------------------------------------------------------------	----------------------------------------------------------	-----------------------------------------	------------------------------------

**47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____

**48. Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____

**49. Aircraft and accessories**

49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____

**50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

_____	\$ _____	_____	\$ _____
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**51. Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$ \_\_\_\_\_

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- No  
 Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- No  
 Yes

**Part 9: Real property****54. Does the debtor own or lease any real property?** No. Go to Part 10. Yes. Fill in the information below.**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 See Exhibit "A" to Schedule A/B	Fee Simple	\$ 4,220,000.00	Book Value	\$ 4,220,000.00
55.2		\$ _____	_____	\$ _____
55.3		\$ _____	_____	\$ _____
<b>56. Total of Part 9.</b>				<b>\$ 4,220,000.00</b>

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

**57. Is a depreciation schedule available for any of the property listed in Part 9?** No Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?** No Yes**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?** No. Go to Part 11. Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$ _____	_____	\$ _____
61. Internet domain names and websites	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property	\$ _____	_____	\$ _____
65. Goodwill	\$ _____	_____	\$ _____
<b>66. Total of Part 10.</b>			<b>\$ _____</b>

Add lines 60 through 65. Copy the total to line 89.

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No  
 Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No  
 Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No  
 Yes

#### Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.  
 Yes. Fill in the information below.

Current value of  
debtor's interest

71. Notes receivable

Description (include name of obligor)

\_\_\_\_\_ - Total face amount      →      doubtful or uncollectible amount      \$ \_\_\_\_\_

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

\_\_\_\_\_ Tax year \_\_\_\_\_  
\_\_\_\_\_ Tax year \_\_\_\_\_  
\_\_\_\_\_ Tax year \_\_\_\_\_ \$ \_\_\_\_\_  
\$ \_\_\_\_\_

73. Interests in insurance policies or annuities

\_\_\_\_\_ \$ \_\_\_\_\_

74. Causes of action against third parties (whether or not a lawsuit has been filed)

See continuation sheet \$ 610,000.00

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

\_\_\_\_\_ \$ \_\_\_\_\_  
Nature of claim \_\_\_\_\_  
Amount requested \$ \_\_\_\_\_

76. Trusts, equitable or future interests in property

\_\_\_\_\_ \$ \_\_\_\_\_

77. Other property of any kind not already listed Examples: Season tickets, country club membership

\_\_\_\_\_ \$ \_\_\_\_\_  
\_\_\_\_\_ \$ \_\_\_\_\_

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 610,000.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- No  
 Yes

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$ 0.08	
81. Deposits and prepayments. Copy line 9, Part 2.	\$ 0.00	
82. Accounts receivable. Copy line 12, Part 3.	\$ 24,460.34	
83. Investments. Copy line 17, Part 4.	\$ 0.00	
84. Inventory. Copy line 23, Part 5.	\$ 0.00	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$ 0.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$ 0.00	
88. Real property. Copy line 56, Part 9. . . . . →		\$ 4,220,000.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$ 0.00	
90. All other assets. Copy line 78, Part 11.	+ \$ 610,000.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 634,460.42	+ 91b. \$ 4,220,000.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.	4,854,460.42	\$ 4,854,460.42

**Continuation Sheet for Official Form 206 A/B****74) Causes of action against third parties (whether or not a lawsuit has been filed)**

Claim Against Worthi Converted Rents            100,000.00            Unknown  
 ngtown Condominium Ass  
 for converted rents

Claim against Phil S Fraud, Contract            2,000,000.00            Unknown  
 mith,  
 Simeon Ivanov, ,  
 Anaiza Davis,  
 Brian O'Donnell,  
 Austin Saxon,  
 Donny King,  
 Jim Leveritt,  
 and M  
 y Worthington, Inc.

for Declaratory Ju  
 dgment,  
 Breach of Fi  
 duciary Duty,  
 Violat  
 ion of Georgi  
 a RICO ,  
 Negligence,  
 Fraud a  
 nd Conversion,  
 attorneys' fees,  
 an  
 d Punitive Damages

Claim against United insurance claim            610,000.00            610,000.00  
 National Ins.  
 Company, Inc.  
 for property loss

Claim against Worthi Contract,            2,159,667.00            Unknown  
 ngtown Condominium As Declarator  
 Inc.                 y Relief, Fraud  
 for failure to  
 main  
 tain insurance,  
 inva  
 lidity of board  
 of directors,  
 brea  
 ch of fiduciar  
 y duty, fraud,  
 and b  
 reach of contract,  
 a  
 mongst other claims

Property Address	Bldg	Unit
1960 Spectrum Cir, Marietta, GA 30067	60	105
1960 Spectrum Cir, Marietta, GA 30067	60	120
1960 Spectrum Cir, Marietta, GA 30067	60	135
1960 Spectrum Cir, Marietta, GA 30067	60	160
1960 Spectrum Cir, Marietta, GA 30067	60	165
1960 Spectrum Cir, Marietta, GA 30067	60	175
1960 Spectrum Cir, Marietta, GA 30067	60	260
1960 Spectrum Cir, Marietta, GA 30067	60	265
1960 Spectrum Cir, Marietta, GA 30067	60	275
1960 Spectrum Cir, Marietta, GA 30067	60	300
1960 Spectrum Cir, Marietta, GA 30067	60	305
1960 Spectrum Cir, Marietta, GA 30067	60	375
1960 Spectrum Cir, Marietta, GA 30067	60	445
1960 Spectrum Cir, Marietta, GA 30067	60	450
1960 Spectrum Cir, Marietta, GA 30067	60	455
1960 Spectrum Cir, Marietta, GA 30067	60	460
1960 Spectrum Cir, Marietta, GA 30067	60	475
1960 Spectrum Cir, Marietta, GA 30067	60	510
1960 Spectrum Cir, Marietta, GA 30067	60	575
1960 Spectrum Cir, Marietta, GA 30067	60	640
1960 Spectrum Cir, Marietta, GA 30067	60	675
1960 Spectrum Cir, Marietta, GA 30067	60	700
1960 Spectrum Cir, Marietta, GA 30067	60	705
1960 Spectrum Cir, Marietta, GA 30067	60	710
1960 Spectrum Cir, Marietta, GA 30067	60	715
1960 Spectrum Cir, Marietta, GA 30067	60	720
1960 Spectrum Cir, Marietta, GA 30067	60	725
1962 Spectrum Cir, Marietta, GA 30067	62	125
1962 Spectrum Cir, Marietta, GA 30067	62	335
1962 Spectrum Cir, Marietta, GA 30067	62	350
1962 Spectrum Cir, Marietta, GA 30067	62	355
1962 Spectrum Cir, Marietta, GA 30067	62	425
1962 Spectrum Cir, Marietta, GA 30067	62	430
1962 Spectrum Cir, Marietta, GA 30067	62	435
1962 Spectrum Cir, Marietta, GA 30067	62	450
1962 Spectrum Cir, Marietta, GA 30067	62	465
1962 Spectrum Cir, Marietta, GA 30067	62	505
1962 Spectrum Cir, Marietta, GA 30067	62	520
1962 Spectrum Cir, Marietta, GA 30067	62	525
1962 Spectrum Cir, Marietta, GA 30067	62	555
1962 Spectrum Cir, Marietta, GA 30067	62	605
1962 Spectrum Cir, Marietta, GA 30067	62	620

1962 Spectrum Cir, Marietta, GA 30067	62	650
1962 Spectrum Cir, Marietta, GA 30067	62	655

## Fill in this information to identify the case:

Debtor name	Worthington Georgia Holdings, LLC
United States Bankruptcy Court for the:	<u>Northern District of Georgia</u> of _____ (State)
Case number (If known):	_____

Check if this is an amended filing

## Official Form 206D

**Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

## 1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.  
 Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

## 2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

**2.1 Creditor's name**

Cobb County Tax Commissioner

**Creditor's mailing address**

736 Whitlock Avenue

Marietta, GA 30064

**Creditor's email address, if known**Date debt was incurred 2017Last 4 digits of account  
number \_\_\_\_\_Do multiple creditors have an interest in the  
same property? No Yes. Specify each creditor, including this creditor,Sehal III, LLC, 1st; WH2, Inc., 2nd;  
Cobb County Tax Commissioner,**Describe debtor's property that is subject to a lien**

See Exhibit "A" to Schedule A/B

**Column A****Amount of claim**Do not deduct the value  
of collateral.

\$ 31,497.38

**Column B****Value of collateral  
that supports this  
claim**

\$ 4,220,000.00

**Describe the lien**

Statutory

**Is the creditor an insider or related party?**

- No  
 Yes

**Is anyone else liable on this claim?**

- No  
 Yes. Fill out Schedule H: Codebtors (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- Contingent  
 Unliquidated  
 Disputed

**2.2 Creditor's name**

Sehal III, LLC

**Creditor's mailing address**

1718 Peachtree St., NW

Suit 276, Atlanta, GA 30309

**Creditor's email address, if known****Describe debtor's property that is subject to a lien**

See Exhibit "A" to Schedule A/B

\$2,621,500.00

\$4,220,000.00

**Describe the lien**

Agreement you made

**Is the creditor an insider or related party?**

- No  
 Yes

**Is anyone else liable on this claim?**

- No  
 Yes. Fill out Schedule H: Codebtors (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- Contingent  
 Unliquidated  
 Disputed

Yes. The relative priority of creditors is  
specified on lines 2.1

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional  
Page, if any.

\$ 4,709,410.83

Part 1:	Additional Page		
<p>Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.</p>			
2.3	Creditor's name WH2, Inc.	Describe debtor's property that is subject to a lien See Exhibit "A" to Schedule A/B	Column A <b>Amount of claim</b> Do not deduct the value of collateral.  \$1,676,700.00
	Creditor's mailing address 1960 Spectrum Circle Suite 100, Marietta, GA 30067		Column B <b>Value of collateral that supports this claim</b>  \$4,220,000.00
	Creditor's email address, if known	Describe the lien Agreement you made	
	Date debt was incurred	Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	
	Last 4 digits of account number	Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H).	
	Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
		<input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1</u>	
2.4	Creditor's name Worthington Condominium Assoc., Inc.	Describe debtor's property that is subject to a lien See Exhibit "A" to Schedule A/B	Column A <b>Amount of claim</b> \$379,713.45
	Creditor's mailing address 2555 Westside Parkway, Suite 600 Alpharetta, GA 30004		Column B <b>Value of collateral that supports this claim</b>  \$ 4,220,000.00
	Creditor's email address, if known	Describe the lien Statutory	
	Date debt was incurred 2018	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number	Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H).	
	Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	
		<input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1</u>	

**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Fill in this information to identify the case:

Document Page 23 of 36

Debtor	Worthington Georgia Holdings, LLC
United States Bankruptcy Court for the: Northern District of Georgia	
Case number (If known)	

Check if this is an amended filing

**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.  
 Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
<b>2.1 Priority creditor's name and mailing address</b> Georgia Department of Revenue Bankruptcy Section P.O. Box 161108 Atlanta, GA, 30321-0000	As of the petition filing date, the claim is: \$ 0.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
Date or dates debt was incurred _____	Basis for the claim: <u>Taxes &amp; Other Government Units</u>	
Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)( <u>8</u> )		
<b>2.2 Priority creditor's name and mailing address</b> Internal Revenue Service CIO P.O. Box 7346 Philadelphia, PA, 19101-7346	As of the petition filing date, the claim is: \$ 0.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ 0.00
Date or dates debt was incurred _____	Basis for the claim: <u>Taxes &amp; Other Government Units</u>	
Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)( <u>8</u> )		
<b>2.3 Priority creditor's name and mailing address</b>	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____	
Last 4 digits of account number _____	Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)( <u>      </u> )		

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

	Amount of claim	
<b>3.1 Nonpriority creditor's name and mailing address</b> Baldwin Crest Group, LLC 570 Piedmont Ave NE #54203 Atlanta, GA, 30308	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> Services  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<u>\$ 13,054.00</u>
<b>3.2 Nonpriority creditor's name and mailing address</b> Coleman Talley, LP 3475 Lenox Road, NE Suite 400 Atlanta, GA, 30326	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> Services  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<u>\$ 22,906.05</u>
<b>3.3 Nonpriority creditor's name and mailing address</b> ServPro of East Cobb 3850 Canton Road Suite 3114 Marietta, GA, 30066	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed  <b>Basis for the claim:</b> Services  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<u>\$ 71,036.43</u>
<b>3.4 Nonpriority creditor's name and mailing address</b> Venture South Development II, LLC 4485 Tench Road, SE Suite 1220 Suwanee, GA, 30024	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> Services  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<u>\$ 114,651.17</u>
<b>3.5 Nonpriority creditor's name and mailing address</b> Veritext Corporation c/o CORPORATION SERVICE COMPANY 0 TECHNOLOGY PKWY SOUTH #300 Norcross, GA, 30092	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> Services  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<u>\$ 2,079.33</u>
<b>3.6 Nonpriority creditor's name and mailing address</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim:</b> _____  <b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<u>\$ _____</u>

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims****5. Add the amounts of priority and nonpriority unsecured claims.**

		<b>Total of claim amounts</b>
5a. Total claims from Part 1	5a.	\$ 0.00
5b. Total claims from Part 2	5b. +	\$ 223,726.98
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ 223,726.98

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLC  
United States Bankruptcy Court for the: Northern District of Georgia  
Case number (If known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

Official Form 206G

**Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.  
 Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	<p>State what the contract or lease is for and the nature of the debtor's interest Lessor</p> <p>See Exhibit "B"</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.2	<p>State what the contract or lease is for and the nature of the debtor's interest Executive contract with property management company</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	Baldwin Crest Group, LLC 570 Piedmont Ave NE #54203 Atlanta, GA, 30308
2.3	<p>State what the contract or lease is for and the nature of the debtor's interest State the term remaining</p> <p>List the contract number of any government contract</p>	
2.4	<p>State what the contract or lease is for and the nature of the debtor's interest State the term remaining</p> <p>List the contract number of any government contract</p>	
2.5	<p>State what the contract or lease is for and the nature of the debtor's interest State the term remaining</p> <p>List the contract number of any government contract</p>	

## Exhibit "B"

Debtor is lessor to the following real property leases. Leases in which the term has expired are month-to-month.

Move-In	Lease Start	Lease End	Market + Addl.	Dep On Hand	Balance	Total Charges	RENT	MTOM	HOA Dues	Storage Unit Rental
10/17/2016	10/17/2016	10/30/2018	\$ 936.00	\$ 2,040.00	\$ 446.14	\$ 895.00	\$ 895.00	\$ -	\$ 303.00	
11/01/2015	11/01/2015	10/31/2017	\$ 936.00	\$ -	\$ 874.50	\$ 795.00	\$ 795.00	\$ -	\$ 305.00	
03/06/2016	03/06/2016	03/31/2017	\$ 948.00	\$ 925.00	\$ 203.50	\$ 925.00	\$ 925.00	\$ -	\$ 375.00	
06/05/2015	06/05/2015	06/30/2017	\$ 1,754.00	\$ 500.00	\$ -	\$ 1,145.00	\$ 1,145.00	\$ -	\$ 558.00	
07/01/2016	07/01/2016	06/30/2017	\$ 1,344.00	\$ 1,600.00	\$ 2,947.00	\$ 895.00	\$ 895.00	\$ -	\$ 427.00	
04/01/2016	04/01/2016	03/31/2017	\$ 1,754.00	\$ 1,050.00	\$ -	\$ 1,125.00	\$ 1,125.00	\$ -	\$ 558.00	
11/01/2014	11/01/2014	10/31/2017	\$ 1,754.00	\$ 350.00	\$ -	\$ 1,100.00	\$ 1,100.00	\$ -	\$ 558.00	\$ 50.00
03/01/2015	03/01/2015	07/31/2017	\$ 1,344.00	\$ 1,100.00	\$ 4,172.00	\$ 960.00	\$ 960.00	\$ -	\$ 427.00	
04/01/2017	04/01/2017	03/31/2018	\$ 1,754.00	\$ 1,195.00	\$ 246.18	\$ 1,195.00	\$ 1,195.00	\$ -	\$ 558.00	
02/01/2016	02/01/2016	01/31/2018	\$ 936.00	\$ 620.00	\$ 90.75	\$ 907.50	\$ 825.00	\$ 82.50	\$ 303.00	
05/01/2016	05/01/2016	04/30/2017	\$ 1,344.00	\$ 1,150.00	\$ 139.15	\$ 1,150.00	\$ 1,150.00	\$ -	\$ 427.00	\$ 100.00
07/01/2015	07/01/2015	06/30/2017	\$ 1,344.00	\$ 805.00	\$ 338.80	\$ 925.00	\$ 925.00	\$ -	\$ 427.00	
02/04/2017	02/04/2017	02/28/2018	\$ 1,344.00	\$ 950.00	\$ 104.50	\$ 950.00	\$ 950.00	\$ -	\$ 427.00	
07/01/2015	07/01/2015	06/30/2017	\$ 1,754.00	\$ 1,345.00	\$ -	\$ 1,145.00	\$ 1,145.00	\$ -	\$ 558.00	
03/01/2016	03/01/2016	02/28/2017	\$ 1,754.00	\$ 1,195.00	\$ 1,424.50	\$ 1,195.00	\$ 1,195.00	\$ -	\$ 558.00	\$ 100.00
11/24/2015	11/24/2015	11/30/2017	\$ 936.00	\$ 875.00	\$ 1,479.00	\$ 900.00	\$ 900.00	\$ -	\$ 305.00	
06/01/2014	06/01/2014	09/30/2017	\$ 1,754.00	\$ 950.00	\$ (30.00)	\$ 1,050.00	\$ 1,050.00	\$ -	\$ 558.00	
01/10/2017	01/10/2017	04/30/2018	\$ 948.00	\$ 1,200.00	\$ 638.00	\$ 1,045.00	\$ 950.00	\$ 95.00	\$ 375.00	\$ 100.00
12/01/2017	12/01/2017	11/30/2018	\$ 1,754.00	\$ -	\$ (600.00)	\$ 1,200.00	\$ 1,200.00	\$ -	\$ 558.00	
06/01/2015	06/01/2015	05/31/2017	\$ 3,061.00	\$ 1,905.00	\$ 6,060.00	\$ 1,700.00	\$ 1,700.00	\$ -	\$ 973.00	
10/28/2015	10/28/2015	10/31/2017	\$ 3,061.00	\$ 1,100.00	\$ -	\$ 1,800.00	\$ 1,800.00	\$ -	\$ 973.00	\$ 50.00
09/27/2017	09/27/2017	09/26/2018	\$ 2,195.00	\$ 1,000.00	\$ 665.50	\$ 1,500.00	\$ 1,500.00	\$ -	\$ 698.00	
05/01/2016	05/01/2016	04/30/2017	\$ 2,195.00	\$ -	\$ -	\$ 1,400.00	\$ 1,400.00	\$ -	\$ 698.00	
06/27/2016	06/27/2016	06/30/2017	\$ 2,188.00	\$ 2,245.00	\$ 76.83	\$ 1,585.00	\$ 1,585.00	\$ -	\$ 696.00	\$ 100.00
02/10/2017	02/10/2017	02/28/2018	\$ 2,188.00	\$ 1,395.00	\$ 2,191.75	\$ 1,395.00	\$ 1,395.00	\$ -	\$ 696.00	
10/01/2015	10/01/2015	09/30/2017	\$ 948.00	\$ 350.00	\$ -	\$ 925.00	\$ 925.00	\$ -	\$ 375.00	\$ 50.00
01/01/2016	01/01/2016	12/31/2017	\$ 948.00	\$ 950.00	\$ 219.45	\$ 1,045.00	\$ 950.00	\$ 95.00	\$ 375.00	
12/01/2014	12/01/2014	11/30/2017	\$ 1,344.00	\$ -	\$ -	\$ 945.00	\$ 945.00	\$ -	\$ 427.00	
12/01/2014	12/01/2014	11/30/2017	\$ 1,344.00	\$ 3,400.00	\$ 1,452.50	\$ 925.00	\$ 925.00	\$ -	\$ 427.00	
09/25/2015	09/25/2015	09/30/2017	\$ 948.00	\$ 900.00	\$ 990.00	\$ -	\$ -	\$ -	\$ 375.00	
01/01/2017	01/01/2017	12/31/2017	\$ 948.00	\$ 899.00	\$ 207.67	\$ 988.90	\$ 899.00	\$ 89.90	\$ 375.00	
09/01/2015	09/01/2015	08/31/2017	\$ 1,344.00	\$ 800.00	\$ -	\$ 900.00	\$ 900.00	\$ -	\$ 427.00	
08/18/2017	08/18/2017	08/17/2018	\$ 1,344.00	\$ 1,050.00	\$ 23.65	\$ 1,050.00	\$ 1,050.00	\$ -	\$ 427.00	
03/07/2016	03/07/2016	03/31/2017	\$ 936.00	\$ 800.00	\$ -	\$ 850.00	\$ 850.00	\$ -	\$ 303.00	
09/01/2016	09/01/2016	08/31/2017	\$ 936.00	\$ 1,350.00	\$ 990.00	\$ 900.00	\$ 900.00	\$ -	\$ 305.00	
08/04/2015	08/04/2015	08/31/2017	\$ 948.00	\$ 900.00	\$ 108.90	\$ 900.00	\$ 900.00	\$ -	\$ 375.00	
09/22/2017	09/22/2017	09/21/2018	\$ 1,344.00	\$ 975.00	\$ 5,430.00	\$ 975.00	\$ 975.00	\$ -	\$ 427.00	
09/01/2015	09/01/2015	08/31/2017	\$ 936.00	\$ -	\$ -	\$ 825.00	\$ 825.00	\$ -	\$ 303.00	
08/18/2016	08/18/2016	08/31/2017	\$ 936.00	\$ 1,100.00	\$ 953.70	\$ 850.00	\$ 850.00	\$ -	\$ 305.00	
05/01/2016	05/01/2016	04/30/2017	\$ 1,344.00	\$ 1,245.00	\$ 209.84	\$ 995.00	\$ 995.00	\$ -	\$ 427.00	\$ 50.00
07/27/2015	07/27/2015	07/31/2017	\$ 1,344.00	\$ 950.00	\$ 1,045.00	\$ 950.00	\$ 950.00	\$ -	\$ 427.00	

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLCUnited States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): \_\_\_\_\_

 Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.  
 Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G.** Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	Check all schedules that apply:	
	Name	Mailing address	Name	
2.1	<u>WC Prime Investor</u>	WC Prime Investors, LLC 1960 Spectrum Circle Unit 100 Marietta, GA, 30067	<u>Sehal III, LLC</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	<u>Ken Blankenship</u>	Ken Blankenship 6207 Costa Lanier Lane Flowery Branch, GA, 30542	<u>WH2, Inc.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	<u>Braintree Holdings</u>	Braintree Holdings 26, LLC 675 Ponce De Leon Ave NE, Suite 8500 Atlanta, GA, 30308	<u>Sehal III, LLC</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	<u>Sam Lloyd</u>	Sam Lloyd 675 Ponce De Leon Ave NE Suite 8500 Atlanta, GA, 30308	<u>Sehal III, LLC</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	
2.6	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G	

Fill in this information to identify the case and this filing:

Debtor Name Worthington Georgia Holdings, LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number (*If known*): \_\_\_\_\_

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule \_\_\_\_\_*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration\_\_\_\_\_*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/21/2018  
MM / DD / YYYY

 /s/ Thomas Roberts

Signature of individual signing on behalf of debtor

Thomas Roberts

Printed name

Manager

Position or relationship to debtor

Baldwin Crest Group, LLC  
570 Piedmont Ave NE  
Atlanta, GA 30308

Poole Huffman  
315 W. Ponce de Leon Ave. Suite 344  
Decatur, GA 30030

Braintree Holdings 26, LLC  
675 Ponce De Leon Ave NE,  
Suite 8500  
Atlanta, GA 30308

Sam Lloyd  
675 Ponce De Leon Ave NE  
Suite 8500  
Atlanta, GA 30308

Cobb County Tax Commissioner  
736 Whitlock Avenue  
Marietta, GA 30064

Sehal III, LLC  
1718 Peachtree St., NW  
Suit 276  
Atlanta, GA 30309

Coleman Talley, LP  
3475 Lenox Road, NE  
Suite 400  
Atlanta, GA 30326

ServPro of East Cobb  
3850 Canton Road  
Suite 3114  
Marietta, GA 30066

Georgia Department of Revenue  
Bankruptcy Section  
P.O. Box 161108  
Atlanta, GA 30321-0000

Venture South Development II, LLC  
4485 Tench Road, SE  
Suite 1220  
Suwanee, GA 30024

Internal Revenue Service  
CIO  
P.O. Box 7346  
Philadelphia, PA 19101-7346

Veritext Corporation  
c/o CORPORATION SERVICE COMPANY  
0 TECHNOLOGY PKWY SOUTH #300  
Norcross, GA 30092

Ken Blankenship  
6207 Costa Lanier Lane  
Flowery Branch, GA 30542

WH2, Inc.  
1960 Spectrum Circle  
Suite 100  
Marietta, GA 30067

Neel, Robinson, & Stafford, LLC  
c/o Shawn Stafford  
5555 Glenridge Connector, Suite 400  
Atlanta, GA 30342

WH2, Inc.  
1960 spectrum circle, ste 100,  
Marietta  
GA 30067

Worthington Condominium Assoc., Inc.  
2555 Westside Parkway, Suite 600  
Alpharetta, GA 30004

United States Bankruptcy Court  
Northern District of Georgia

In re: Worthington Georgia Holdings, LLC

Case No.

Chapter 11

Debtor(s)

**Verification of Creditor Matrix**

The above-named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of their knowledge.

Date: 02/21/2018

/s/ Thomas Roberts

\_\_\_\_\_  
Signature of Individual signing on behalf of debtor

Manager

\_\_\_\_\_  
Position or relationship to debtor

# United States Bankruptcy Court

Northern District of Georgia

In re Worthington Georgia Holdings, LLC

Case No. \_\_\_\_\_

Debtor Worthington Georgia Holdings, LLC

Chapter <sup>11</sup> \_\_\_\_\_

## DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

- Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

FLAT FEE

For legal services, I have agreed to accept ..... \$ .....  
Prior to the filing of this statement I have received ..... \$ .....  
Balance Due. .... \$ .....

RETAINER

For legal services, I have agreed to accept a retainer of ..... \$ <sup>25,000.00</sup>  
The undersigned shall bill against the retainer at an hourly rate of ..... \$ <sup>350.00</sup>  
[Or attach firm hourly rate schedule.] Debtor(s) have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.

- The source of the compensation paid to me was:

Debtor       Other (specify)

- The source of compensation to be paid to me is:

Debtor       Other (specify)

- I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the Agreement, together with a list of the names of the people sharing the compensation is attached.

- In return of the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

d. [Other provisions as needed]

- A. prepare and file on behalf of the client all petitions, schedules, statements, plans, and other documents or pleadings;
- B. attend and represent the client at all meetings of creditors, hearings, trials, conferences, and other proceedings, whether in or out of court;
- C. provide legal advice to the client as to the rights, duties, and powers of the client as a debtor in possession in a chapter 11 case, and as to other matters arising in or related to the chapter 11 case; and
- D. otherwise assist, advise, and represent the client on matters related to the chapter 11 case as requested by the client

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:  
Adversary Proceedings Filed Against Debtor.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

02/21/2018

/s/ Will Geer, 940493

*Date*

*Signature of Attorney*

Wiggam & Geer, LLC

*Name of law firm*  
333 Sandy Springs Circle, NE  
Suite 225  
Atlanta, GA 30328  
wgeer@wiggamgeer.com

United States Bankruptcy Court

IN RE:

Case No. \_\_\_\_\_

Worthington Georgia Holdings, LLC

Chapter 11 \_\_\_\_\_

**LIST OF EQUITY SECURITY HOLDERS**

Registered name and last known address of security holder	Shares (Or Percentage)	Security Class (or kind of interest)
WH2, Inc. 1960 spectrum circle, ste 100,, Marietta, GA 30067	3	Other
Braintree Holdings 26, LLC 3475 Lenox Road, N.E., Suite 400, Atlanta, GA 30326	97	Other (Member)